

EXHIBIT A

From: [Cohen, Francesca](#)
To: [Arn-O'Rourke, Kristen](#); [Guthrie, Hayden](#); [Munz, Naomi](#)
Cc: [Project Blue Sasset M&A](#); counsel@searshc.com; [O'Reilly, Benet J.](#); [Allen, Charles W.](#); [NYDU-PGray](#)
Subject: RE: Transform – Acquired Foreign Assets
Date: Tuesday, April 9, 2019 8:20:50 PM
Attachments: [Redline - Hong Kong - 10. Share Purchase Agreement \(Seyfarth Comments 3-21\) WEIL_96899588_12 and Hong Kong - 10. Share Purchase Agreement \(Execution V.pdf](#)
[Hong Kong - 10. Share Purchase Agreement \(Execution Version\) WEIL_96899588_15.DOCX](#)
[Redline - Hong Kong - 3. Sears Holdings Global Sourcing Limited - Board Resolutions \(20190130\) \(Weil Comments 3-15\) WEIL_96898821_10 and Hong Kong - 3.pdf](#)
[Hong Kong - 3. Sears Holdings Global Sourcing Limited - Board Resolutions \(Execution Version\) WEIL_96898821_11.DOCX](#)
[Redline - Hong Kong - 2. Bought and Sold Notes \(20190130\) \(CGSH Comments 3-20\) WEIL_96898820_6 and Hong Kong - 2. Bought and Sold Notes \(Execution Ver.pdf](#)
[Hong Kong - 2. Bought and Sold Notes \(Execution Version\) WEIL_96898820_8.DOCX](#)
[Redline - 02A HK - SHGSL - Instrument of Transfer \[CGSH Draft 3.18.19\] and Hong Kong - 1. Instrument of Transfer \(Execution Version\)-96898819-v9.pdf](#)
[Hong Kong - 1. Instrument of Transfer \(Execution Version\) WEIL_96898819_9.DOCX](#)
[Hong Kong - 4. \(Option 2\) Sears Holdings Global Sourcing Limited - Statement confirming no landed property \(Execution Version\) WEIL_96956205_3.DOCX](#)
[Hong Kong - 9. Sears Holdings Global Sourcing Limited - Structure Chart \(Execution Version\) WEIL_96954740_3.DOCX](#)

Kristen,

We confirm receipt of your notice. Please find attached the discussed comments to the Hong Kong documents. Generally, please see below for a summary of the attachments and status on the Hong Kong and India items. In the interest of time I have provided status updates in red text.

Please let us know if you would like to discuss any of these updates.

Best,
Francesca

From: Arn, Kristen <karn@cgsh.com>
Sent: Tuesday, April 9, 2019 6:45 PM
To: Cohen, Francesca <Francesca.Cohen@weil.com>; Guthrie, Hayden <Hayden.Guthrie@weil.com>; Munz, Naomi <Naomi.Munz@weil.com>
Cc: Project Blue Sasset M&A <ProjectBlueSassetM&A@weil.com>; counsel@searshc.com; O'Reilly, Benet J. <boreilly@cgsh.com>; Allen, Charles W. <callen@cgsh.com>; Gray, Paul <pgray@cgsh.com>
Subject: Transform – Acquired Foreign Assets

Weil team,

In light of our ongoing work to complete the equity transfers of certain Acquired Foreign Assets pursuant to sections 2.13(a) and (b) of the Asset Purchase Agreement (the “APA”) dated as of January 17, 2019, as amended, by and among Transform Holdco LLC (“Buyer”), Sears Holdings Corporation and each of its Subsidiaries party thereto (collectively, the “Sellers”), on behalf of Buyer we hereby notify Sellers to confirm that Buyer has deemed it necessary and desirable to acquire all of the equity interests identified below as Acquired Foreign Assets:

1. All equity interests held by Sellers or their Subsidiaries in each of:
 - a. Sears Holdings Global Sourcing Limited

- b. International Sourcing & Logistics Limited (as a direct subsidiary of Sears Holdings Global Sourcing Limited)
 - c. Quality Assurance Laboratory Limited (as a direct subsidiary of Sears Holdings Global Sourcing Limited)
 - d. Sears Sourcing India Private Limited
 - e. Sears IT & Management Services India Private Limited
 - f. Sears Global Technologies India Private Limited
- 2. 1% equity interest in Inmuebles SROM S.A. de C.V.
 - 3. 1% equity interest in Sears Operadora Mexico S.A. de C.V.

Pursuant to sections 2.13(a) and (b) of the APA, Buyer continues to use its reasonable best efforts to complete such transfers as promptly as possible and expects that Sellers will continue to do so as well. We have listed the transfer documents and the status of each below. At your convenience, could you please provide us with an updated tracker with responses from Indian local counsel regarding the transfer documents?

- **Hong Kong**

- Status: Documents are in substantially agreed form; Seller informed Transform on April 3 they had minor comments to be provided - **Please see attached for our comments. These include comments to the SPA and board resolutions and general updates to create execution versions.**
- Documents:
 - Share Purchase Agreement for Sears Holdings Global Sourcing Limited
 - Ancillary Documents:
 - Company Board Resolutions approving the transaction – **Edits attached.**
 - Instrument of Transfer in respect of the Sale Shares – **Edits attached.**
 - Bought and sold notes transferring beneficial interests – **Edits attached.**
 - Structure chart of SHGSL – **Higher resolution chart attached.**
 - Articles of association of the SHGSL – **Certified copy confirmed received by Seyfarth Hong Kong.**
 - Statement confirming that sold entities have not acquired any landed property or rights to acquire landed property or investments – **Current draft attached.**
 - Latest audited accounts of each of the entities – **Certified copy confirmed received by Seyfarth Hong Kong.**
 - Management accounts of the Company made up to a date within 3 months before the Completion Date – **Certified copy confirmed received by Seyfarth Hong Kong.**

- **India**

- Status: Share Purchase Agreement comments provided to seller on April 5; Company Board Resolutions are in agreed form; Form SH-4 provided to Transform on March 26; Weil/ELP to confirm if there are other ancillary agreements to be completed

- Weil has asked ELP to confirm that the only additional deliverable is a Share Transfer Form. This is understood to be a standard form and Weil will update with a draft or sample when it is received.
- Documents:
 - Share Purchase Agreement for (i) Sears Sourcing India Private Limited, (ii) Sears IT & Management Services India Private Limited, and (iii) Sears Global Technologies India Private Limited – Weil shared CGSH comments to the SPAs with ELP on 4/9/19. Weil provide an update as soon as possible.
 - Company Board Resolutions – Weil shared drafts with CGSH on 3/25/19.
 - Form SH-4 – Weil shared sample form with CGSH on 3/26/19.
- **Mexico**
 - Status: ROFR notice in agreed form; Transform to provide valuation for 1% equity interests to include in the ROFR notice
 - Documents:
 - Right of First Refusal Notice to Grupo Carso

Please confirm your receipt of this notice.

Thank you,
Kristen

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